

# Exhibit 9

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**DURACELL INC.**

**INTO**

**THE GILLETTE COMPANY**

\* \* \* \* \*

The Gillette Company, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on September 10, 1917, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares (of each class) of the capital stock of Duracell Inc., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 19<sup>th</sup> day of November, 1998, determined to and did merge into itself said Duracell Inc.:

RESOLVED, that the corporation merge, and it hereby does merge, into itself its wholly-owned subsidiary Duracell Inc. and assumes all its liabilities and obligations; and

FURTHER RESOLVED, that the merger shall become effective at the close of business on December 31, 1998 and;

FURTHER RESOLVED, that any officer of the corporation is hereby authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge with said Duracell Inc. and to assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, said The Gillette Company has caused this Certificate to be signed by Jill C. Richardson, its Secretary, this 20<sup>th</sup> day of November, 1998.

THE GILLETTE COMPANY

By:   
 Jill C. Richardson, Secretary